BY-LAWS

of

MISSION PLAY FOUNDATION,

A Non-profit Corporation.

ARTICLE I.

The corporate powers of this corporation shall be vested in a Board of thirty-one (31) Directors, who shall be members of the corporation in good standing, and seven (7) shall constitute a quorum for the transaction of business at any regular or special meeting called or held pursuant to the provisions of these By-Laws.

ARTICLE II.

Section 1. Election of Directors. The directors shall be elected at the annual meeting of the members to serve for one year and until their successors are elected or appointed, and must be members of the corporation in good standing. Their term of office shall begin immediately after election.

Vacancies on the Board of Directors shall be filled by other directors in office and such persons shall hold office until the first meeting of the members thereafter.

ARTICLE III.

Section 1. Members. Any person or corporation shall be eligible to membership in this corporation who are duly elected by the Board of Directors and upon the payment of admission fees. There shall be three classes of membership in this corporation, viz:

First. Life members. Second. Sustaining members. Third. Regular members.

Section 2. All members shall have an equal right to vote and each member shall be entitled to one vote at all meetings of the members.

ARTICLE IV.

Section 1. Fees and Dues. Life members shall pay an admission fee of One Thousand Dollars ($1000.00), and shall thereafter be exempt from payment of annual dues. Sustaining members shall pay an admission fee of One Hundred Dollars ($100.00), and shall be exempt from payment of dues for ten (10) years and thereafter shall pay the same annual dues as regular members. Regular members

shall pay an admission fee of Ten Dollars ($10.00), and shall pay annual dues of Five Dollars ($5.00), payable in advance.

Section 2. A member may be dropped from membership for non-payment of dues by a majority vote of all directors at any regular or special meeting of the Biard, and by like vote any member may be expelled for misconduct.

ARTICLE V.

Section 1. Board of Directors. Powers. The Board of Directors shall have power:

First: To select and remove at pleasure all the other officers, agents and employees of the corporation, prescribe such duties for them as may not be inconsistent with these By-Laws, the Articles of Incorporation, and the laws of the State of California, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with these By-Laws and the laws of the State of California, as they may deem best.

Third. To fix and locate from time to time the office of the corporation and to adopt, make and use a corporate seal, and to alter the form of such seal, from time to time, as in their judgment they may deem best.

Fourth: From time to time to accept and expel members and cause to be issued, transferred and cancelled membership certificates, all subject to provisions in these By-Laws elsewhere set forth.

Fifth: To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, notes, bills, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt, and securities therefor, all as provided by, and pursuant to, the terms and provisions of these By-Laws.

Sixth: To assess and collect dues from the members, subject, however, to the provisions of these By-Laws.

Seventh: Generally to do and perform every act and thing whatsoever that may pertain to the office and powers of directors.

Section 2. All meetings of the Board of Directors shall be held at the office and principal place of business of the corporation.

Section 3. Immediately following each annual meeting of members at which directors shall have been elected, the Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any

other time, which shall be specified in a notice as hereinafter provided for special meetings of the Board.

Section 4. Regular meetings of the Board of Directors may be held on the first Monday of each month at 11 o'clock A. M., of said day; provided,however, that should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of any and all regular meetings of the Board of Directors is hereby dispensed with and no notice whatsoever need be given.

Section 5. Special Meetings: Special Meetings of the Board of Directors for any purpose or purposes, unless otherwise prescribed by statute, may be held at any time upon the order of the president (or in his absence upon the order of the vice-president), or upon the order of any three or more of the directors.

Notice of the time and place of special meetings shall be mailed to each director addressed to him at his last place of business or residence, if known, and if not known at the principal place of business of the corporation or shall be left at such place or delivered personally or by telephone. In case such notice is mailed or telegraphed it shall be deposited in the post-office or delivered to the telegraph company in the city in which the principal place of business of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is left or delivered as above provided it shall be so left or delivered at least twenty-four hours prior to the time of the holding of the meeting. Such leaving, mailing, telegraphing or delivery as above provided shall be, and be deemed to be, due, legal and personal notice to such director.

Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that said notice has been left at said last known place of business, or had been deposited in the United States post-office in said city, addressed to said director, as aforesaid, or that notification had been given him by telegraph as above provided, shall be, and be deemed to be, conclusive and incontrovertible evidence that due notice of such special meeting had been given to such director, as required by law and the By-Lawsof this association.

Notice of any meeting of the Board of Directors shall not be required to be given to any director who shall sign in writing a waiver of notice thereof and consent thereto and have said waiver and consent made a part of the records of the meeting.

Section 6. At all meetings of the directors, at which a quorum is

present, the quorum may, without notice other than announcement at the meeting, adjourn the meeting from time to time to meet again at a stated day and hour. A meeting held pursuant to such adjourrment may transact any business that might have been transacted at the meeting so adjourned.

ARTICLE VI.

MEETINGS OF MEMBERS

Section 1. Place of Meetings: All meetings of members of the corporation shall be held at its office and principal place of business.

Section 2. Annual Meeting. The regular annual meeting of members shall be held on the first Monday of February of each and every year at eleven o'clock A. M., of said day; provided, however, that should said day fall upon a legal holiday, then said annual meeting of members shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

Said meeting shall be called by notice of the time and place thereof being addressed to each member at his postoffice address as it appears upon the books of the corporation, and if it does not so appear, then at the principal place of business of the corporation, and deposited in the United States post-office at the principal place of business of the corporation, postage thereon prepaid, at least five days preceding the date of said meeting. No other notice of said meeting. No other notice of said meeting need be given.

At said regular annual meeting, the directors of this association shall be elected to serve for the ensuing year and until their successors are elected or appointed and qualified.

Section 3. Special meetings: Special meetings of members for any purpose or purposes, unless otherwise preseribed by statute, may be held at any time upon the order of the president (or in his absence upon the order of the vice-president), or upon the order of the Board of Directors or of any four members thereof. Except in special cases where other express provision is made by statute notice of such special meetings stating the purpose or purposes thereof shall be delivered or mailed to each member at his post-office address as the same appears on the books of the corporation, and if it does not so appear, then at the principal place of business of the corporation, such notice to be so delivered or mailed, postage thereon prepaid, at least five days preceding the day of said meeting. Except in special cases where other express provision is made by statute no other notice of said meeting need be given.

Section 4. Voting and proxies: At all meetings of members every member shall have the right to one vote in person or by proxy. All proxies shall be

in writing executed by the person in whose name the certificate of membership represented thereby stands on the books of the corporation or by his duly authorized attorney.

If so requested by the directors or by any ten members, provision shall be made by the secretary, or the assistant secretary, for voting at any meeting of the members by ballots forwarded by mail, or otherwise, in which case appropriate ballots will be prepared by the secretary, or assistant secretary, and forwarded to each of the members at least five (5) days before the date of the meeting, which ballots shall contain appropriate spaces and indications suitable for voting upon questions to come before the meeting and/or for the election of directors. Such ballots shall be prepared in a manner to insure secrecy and prevent duplication and shall not be signed by the members voting them.

In case any meeting of members whatsoever shall have been for any cause adjourned, the same proxy and/or ballot shall be valid and may be used at such meeting.

Section 5. Quorum and Adjournment: At all meetings of the members whatsoever, persons representing a majority of the memberships, either in person or by proxy or by ballot shall constitute a quorum. If, however, such majority shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or by proxy or by ballot, shall have power to adjourn the meeting from time to time until requisite number of memberships shall be represented, such adjournment and the reasons therefor being recorded in the minutes of the meeting.

Section 6. Waiver of Notice: Notice of any meeting of members shall not be required to be given to any member who shall sign in writing a waiver of notice thereof and consent thereto and have such waiver and consent presented and made a part of the records of the meeting.

ARTICLE VII.

OFFICERS.

Section 1. Number, Election, Term of Office and Qualification: The officers of the corporation shall be a president and a vice-president, each of whom shall be a member of the Board of Directors, a secretary, a treasurer and such other officers as may be appointed in accordance with the provisions of Section 2 of this Article VII. One person may hold the offices and perform the duties of any two officers, except those of president and vice-president.

The officers of the corporation shall be elected annually by the Board

of Directors, and each shall continue in office until his successor shall have been duly elected and qualified in his stead, or until he shall have resigned and his resignation shall have become effective, or until he shall have been removed in the manner hereinafter provided.

Section 2. Subordinate Officers, Etc.: The Board of Directors may appoint such other officers and agents as it may deem necessary, (including one or more additional vice-presidents), one or more assistant treasurers and one or more assistant secretaries, each of whom shall have such authority and perform such duties as are provided in these By-Laws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer the power to appoint and to prescribe the authority and duties of any subordinate officers or agents.

Section 3. Removal: Any officer or agent may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or by any superior officer upon whom such power of removal may have been conferred by the Board of Directors.

Section 4. Salaries: The amount of salaries which each officer shall receive and the manner and time of its payment shall be fixed and determined by the Board of Directors and may be altered by such Board from time to time at its pleasure. No officer shall be prevented from receiving such salary by reason of the fact that he is alsoa director of the corporation.

Section 5. The president: The president shall be the chief executive and his powers and duties are:

First: To preside at all meetings of the members and of the Board of Directors.

Second: To supervise and control, subject to the direction of the Board of Directors, the business of the corporation and all the officers, agents and employees thereof:

Third: To affix the signature of the corporation to all deeds, conveyances, mortgages, leases, promissory notes, bonds, contracts, obligations, and other papers and instruments in writing that may require the same when authorized so to do by the Board of Directors; to affix the signature of the corporation to all certificates of membership that may require the same; and

Fourth: To perform such other duties as may be from time to time assigned to him by the Board of Directors.

Section 6. Vice-President: In case of the absence or disability of

the president, the vice-president shall take the place of and perform the duties of the president. If there be more than one vice-president, the vice-presidents who are members of the Board of Directors, shall, in the order of their rank as fixed by the Board of Directors, in case of absence or disability of the president, take his place and perform his duties.

Section 7. Secretary: The powers and duties of the secretary are:

First: To keep full and complete record of the proceedings of the Board of Directors and of the meetings of the members.

Second: To keep the seal of the corporation and to affix the same to all duly executed instruments which may require it.

Third: To make service and publication of all notices that may be necessary or proper, and without command or direction from anyone.

In case of the absence, inability, refusal or neglect of secretary to make service or publication of any notice, then such notices may be served and published by the president, vice-president or by any person thereto generally or specially authorized by them, or by the Board of Directors, or, if the notice be of a meeting, by the persons duly ordering such meeting.

Fourth: To see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

Fifth: To keep or cause to be kept the membership records in such manner as to show at any time the number of members of the corporation, the names alphabetically arranged and the addresses of members and the time when each became a member.

Sixth: Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors.

Section 8. Treasurer: The treasurer shall:

First: Have the charge and custody of and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of these By-Laws.

Second: At all reasonable times exhibit his books of account and records to any of the directors of this corporation during business hours at the office of this corporation where such books and records are kept.

Third: Render a statement of the condition of the finances of the corporation at all regular meetings of the Board of Directors, and a full financial report atthe annual meeting of the members if called upon so to do.

Fourth: Receive, and give receipts for, moneys due and payable to the corporation from any source whatsoever.

Fifth: In general, perform all of the duties incident to the office of treasurer and such other duties as may, from time to time, be assigned to him by the Board of Directorsor the president.

ARTICLE VIII.

CONTRACTS, INDEBTEDNESS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Contracts, etc. How executed: The Board of Directors except as in these By-Laws otherwise provided may authorize any officer or officers or agentsor agents of the corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances, and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecunarily for any purpose or to any amount.

Section 2. Indebtedness: The amount of indebtedness which the corporation may incur is Five Hundred Dollars ($500.00). Such indebtedness may be incurred in the form or, and/or be represented by, such notes, bills, bonds, debentures, evidences of indebtedness or mortgage as the Board of Directors shall, in their discretion, from time to time to determine, and all of any part of the same may be unsecured or secured in the discretion of the directors by such mortgages, deeds of trust, indentures, agreements and/or other instruments all as the directors may from time to time determine.

No loan shall be contracted on behalf of the corporation, and no negotiable paper shall be issued in its name, unless authorized by the Board of Directors. When so authorized any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the corporation and, when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the corporation may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the corporation and to that end execute instruments of mortgage or pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of moneys, notes or other evidences of indebtedness issued in the

name of the corporation shall be signed by such person or persons and in such manner as shall, from time to time, be determined by the Board of Directors.

Section 4. Deposits: All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks, trust companies or other depositaries as the Board of Directors may designate or as may be designated by any officer or officers or agent or agents of the corporation to whom such power may, from time to time, be delegated by the Board of Directors, and for the purposes of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the corporation.

Section 5. Proxies. Unless otherwise provided by the Board of Directors the president may, from time to time, appoint an attorney or attorneys, or agent or agents of the corporation in the name and on behalf of the corporation to cast the votes which the corporation may be entitled to cast as a stockholder or otherwise in any other organization any of whose membership stock or securities is held by the corporation, at meetings of the holders of the membership stock or other securities of such other organization, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to, be executed in the name and on behalf of the corporation and under its seal such written proxies or other instruments as he may deem necessary or proper in the premises.

Section 6. Waiver of Member's Liability. It is intended that so far as may be permissible under law the business and affairs of the corporation will be conducted so that no personal liability will be incurred directly or indirectly because of or through the conduct of such business or affairs by any of the members of the corporation as such. All written contracts or obligations entered into by, or in the name, or on behalf of the corporation shall be entered into on the express condition that none of the members of the corporation shall as such be in any way personally liable or responsible for the performance of such contracts or obligations or of the payment of any debts thereby incurred and all such contracts shall contain an express provision in writing to that effect. All unwritten contracts shall be entered into upon a similar express condition. No contract shall be entered into or obligation incurred by, or in the name, or on behalf of the corporation involving an obligation on the part of the corporation of more than Five Thousand Dollars ($5000.00) unless such contract or obligation be expressed in writing.

ARTICLE IX.

OFFICE

The office of this corporation is hereby fixed and located at The Pacific Mutual Life Insurance Company of Los Angeles, 501 West Sixth Street, City of Los Angeles, State of California, unless otherwise ordered by the Board of Directors, and said Board of Directors shall have full power and authority, and full power and authority are hereby delegated to and conferred upon said Board of Directors, to change and to fix and locate, from time to time, the office of the corporation at any other place in the City of Los Angeles, County of Los Angeles.

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE X.

CONTROLLING BY-LAW AND SPECIAL CONTRACT.

It is the intent and purpose of the corporation, and all of the members thereof here by agree with each other and with the corporation, that all of the activities of the corporation be devoted toward the fulfillment of the scientific, educational and charitable purposes of the corporation as said purposes are now set forth in the Articles of Incorporation or as said articles may be amended, and it is the intent and purpose of the corporation and of all the members thereof, and it is likewise agreed by and between each of the members and between each of them and the corporation, that all of the assets and earnings, if any, of the corporation shall be paid over, expended for, dedicated and devoted to the advancement of said purposes of the corporation, and that no member thereof shall ever be entitled to receive, either before or after dissolution, any part of such assets or earnings. It is moreover understood and likewise agreed by and between each and every of said parties that the respective rights and interest of the members, present and future, of this corporation, in and to the amount of membership fees and dues paid by said member, shall likewise be devoted and dedicated to the said purposes of the corporation, and each of said members covenants and agrees with each of the others and with the corporation that he will not voluntarily withdraw or claim or use any interest or right which he may have in the corporation or in the property, it being understood and agreed that all such interest and right shall be devoted through the corporation for the advancement of its said purposes and said understanding and agreement shall

likewise bind each and every future member of the corporation, and in such manner as the Board of Directors shall in their discretion determine.

It is, however, the intent of the corporation and of its members that the corporatioh may carry out said purposes in any way or manner and through such agent or agents or by itself directly and or by engaging in such business activity or activities, all as may be determined from time to time by the Board of Directors.

ARTICLE XI.

AMENDMENTS.

The By-Laws may be repealed or amended or modified or new By-Laws may be adopted, at the annual meeting, or at any other meeting of the members, called for the purpose of the Board of Directors, by a vote representing a majority of the members.

Whenever any amendment or new By-Law is adopted, it must be copied in the Book of By-Laws with the original By-Laws, and immediately after them. If any By-Law is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted, or written assent was filed, must be stated in said book.

ARTICLE XII.

PROVISIONS CONTRARY TO LAW.

If any one or more of these By-Laws or of the provisions, terms, covenants and agreements contained herein, shall be contrary to any express provision of law or contrary to the policy of express law though not expressly prohibited, then such By-Law or By-Laws, provision or provisions, term or terms, covenant or covenants, or agreement or agreements, shall be null and void and shall be deemed separable from the remaining By-Laws, provisions, terms, covenants and agreements and shall in no way affect the validity of these By-Laws.

ARTICLE XIII.

BY-LAWS TO CONSTITUTE CONTRACT.

The provisions of these By-Laws and of any amendments thereof, and of the Articles of Incorporation and any amendments thereof, shall be and constitute a valid and binding contract by and between each of the respective members of the corporation and each of the other of said members, and by and between each of said members and the corporation, which contract shall become effective as to each member upon his signature affixed below and each member so signing shall be considered as having done so to induce and in consideration of the signature of each of the other members.

WRITTEN ASSENT TO BY-LAWS AND CONTRACT.

KNOW ALL MEN BY THESE PRESENTS,

That we, the undersigned, being all of the members of, and subscribers to the Articles of Mission Play Foundation, a non profit corporation organized under the laws of the State of California, and having its principal place of business in the City of Los Angeles, County of Los Angeles, in said State, hereby assent to the foregoing By-Laws, contained on page 1 to page 13, both inclusive, of this "Book of By-Laws," and we hereby adopt the same as and for the By-Laws of said corporation, and agree and assent to the same as constituting a contract as provided in Article XIII thereof.

IN WITNESS WHEREOF, we have hereunto subscribed our names this _____ day of March, 1928.

_____

(Thirty-one lines.)

CERTIFICATE TO BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being and constituting a majority of the directors, and the secretary of Mission Play Foundation, a non-profit corporation organized under the laws of the State of California and having its principal place of business in the City of Los Angeles, County of Los Angeles in said state, do hereby certify and declare that the above and foregoing By-Laws set forth and contained on Pages 1 to 13, both inclusive, of this Book of By-Laws were fuly made and adopted as and for the By-Laws of said corporation, and do constitute and are the By-Laws thereof.

IN WITNESS WHEREOF, we have hereunto subscribed our names this _____ day of March, 1928.

(Thirty-one lines.)

Attest:

_____

Secretary.

SPECIAL EXECUTION OF CONTRACT.

EACH OF THE UNDERSIGNED, members of, or applicants to membership in, Mission Play Foundation, a non-profit corporation organized under the laws of the

State of California, does hereby severally and for himself, his successors and assigns, in consideration of or to induce his admission as a member and in consideration of or to induce the signature of each other member, acknowledge and covenant and agree to and with said Mission Play Foundation, a non-profit corporation, and with each present and future member thereof;

1. That he has read and is familiar with the document prefixed hereto constituting 13 pages and entitled "By-Laws of Mission Play Foundation, a non-profit Corporation," and particularly with Articles I to XIII thereof, both inclusive and

2. That he has read and is familiar with the Articles of Incorporation of the corporation.

3. That he accepts and approves each and every term, condition and provision in the documents mentioned above in paragraphs 1 and 2 hereof and is and will be bound thereby, and

4. That any transfer of his membership at any time will be made only subject to the provisions of said documents and particularly to the requirement that any transferee of such membership shall sign and become bound by this agreement.

(Thirty-one lines.)